

LAW OFFICES OF MARK M. WALL, P.A.

ATTORNEY AT LAW

MARK M. WALL

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January 13, 2000

PO00000068213

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32301

100003101771--7
-01/18/00--01131--014
*****78.75 *****78.75

Re: R. L. McBride & Associates, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company as well as a check in the amount of \$78.75 to cover the filing, certified copy and registered agent fees.

Please file the original and return a certified copy of the same to me. Please do not hesitate to call me with any questions. Thank you for your attention to this matter.

Very truly yours,


Mark M. Wall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.6MTH JAN 25 2000

ARTICLES OF INCORPORATION

OF

R. L. MCBRIDE & ASSOCIATES, INC., a Florida corporation

ARTICLE I

Name

1.1. The name of the corporation is **R. L. McBride & Associates, Inc.**

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of

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TALLAHASSEE, FLORIDA

such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 721 First Avenue North, Suite 107, St. Petersburg, FL and the name of the initial registered agent of this corporation is Mark M. Wall, Esq.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 422 3rd Avenue North, St. Petersburg, FL 33715 and the corporation's initial mailing address shall be 422 3rd Avenue North, St. Petersburg, FL 33715.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

RICHARD L. MCBRIDE
422 3rd Avenue North
St. Petersburg, FL 33715

ARTICLE IX

Incorporator

9.1 The name and address of the persons signing these Articles is the incorporator:

MARK M. WALL, ESQ.
721 First Avenue North, Suite 107
St. Petersburg, FL 33701

ARTICLE X

Indemnification

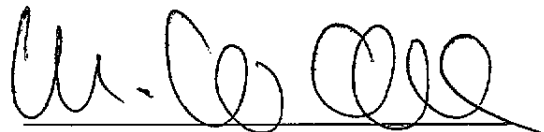
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

11.1 The corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on January 13, 2000.



MARK M. WALL, ESQ.

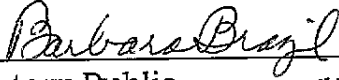
Incorporator


STATE OF FLORIDA §
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARK M. WALL,

who is personally known to me ~~or who did produce~~
~~as valid identification and~~
who did take an oath. MARK M. WALL, who after first being duly sworn,
deposes and says that he has read the foregoing **Articles of Incorporation of**
R. L. McBride & Associates, Inc., a Florida corporation and the matters and
things contained therein are true and correct to the best of his knowledge and
belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State
aforesaid, this 13th day of January, 2000

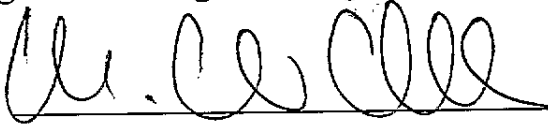


Notary Public
Commission No.  Barbara Brazil
My Commission CC716732
Expires February 15, 2002

(Name of Notary typed, printed or
stamped)

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **R. L. McBride & Associates, Inc.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.




MARK M. WALL, ESQ.

STATE OF FLORIDA §
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take
acknowledgements and administer oaths, personally appeared MARK M. WALL,
who is personally known to me ~~or who did produce~~
~~as valid identification and~~ who did take
an oath. MARK M. WALL, who after first being duly sworn, deposes and says
that he has read the foregoing **Consent of Registered Agent** and the matters
and things contained therein are true and correct to the best of his knowledge
and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State
aforesaid, this 13th day of January, 2000.

Barbara Brazil
Notary Public.
Commission No.  Barbara Brazil
My Commission CC716732
Expires February 15, 2002

(Name of Notary typed, printed or
stamped)

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